

ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

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RECORDATION NO. 26886-M FILED

JUL 14 '11 -12 15 PM

SURFACE TRANSPORTATION BOARD

July 14, 2011

Ms. Cynthia T. Brown
Chief of the Section of Administration
Office of Proceedings
Surface Transportation Board
395 "E" Street, S.W.
Washington, D.C. 20423

Dear Ms. Brown:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Fifth Amendment to Master Railroad Security Agreement, dated as of July 13, 2011, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Master Railroad Security Agreement filed with the Board under Recordation Number 26886.

The names and addresses of the parties to the enclosed document are:

Bank: MB Financial Bank, N.A.
6111 North River Road
Rosemont, Illinois 60018

Grantors: Residual Based Finance Corporation
ALF P-I, Inc.
ALF P-II, Inc.
ALF P-II, Inc.
RLH1 LLC
Bangor & Aroostook Holdings, Inc.
70 West Madison Street, Suite 2340
Chicago, Illinois 60602

Ms Cynthia T. Brown
July 14, 2011
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A description of the railroad equipment covered by the enclosed document is:

141 cars within the series NSPX 95001 - NSPX 95230 as more particularly set forth in the equipment schedule attached to the document.

A short summary of the document to appear in the index is:

Memorandum of Fifth Amendment to Master Railroad Security Agreement.

Also enclosed is a check in the amount of \$41.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read "Edward M. Luria". The signature is fluid and cursive, with the first name "Edward" and last name "Luria" being more prominent than the middle initial "M".

Edward M. Luria

RWA/EML/bhs
Enclosures

JUL 14 '11 -12 15 PM

SURFACE TRANSPORTATION BOARD

**MEMORANDUM OF FIFTH AMENDMENT TO MASTER RAILROAD
SECURITY AGREEMENT**

This Memorandum of Fifth Amendment to Master Railroad Security Agreement is made and entered into as of July ~~13~~ 13, 2011 by and among RESIDUAL BASED FINANCE CORPORATION, an Illinois corporation ("Residco"), ALF P-I, Inc., an Illinois corporation, ALF P-II, Inc. an Illinois corporation, ALF P-III, Inc. an Illinois corporation, BANGOR & AROOSTOOK HOLDINGS, INC, a Maine corporation, and RLHI LLC, a Delaware limited liability company, (collectively, the "Grantor"), each of which has its chief executive office located at 70 West Madison Street, Suite 2340 Chicago, Illinois 60602 and MB FINANCIAL BANK, N.A., a national banking association (the "Bank"), whose address is 6111 North River Road, Rosemont, Illinois 60018, respecting that Master Railroad Security Agreement dated as of June 28, 2007 entered into between the Grantor and the Bank.

Grantor and Bank hereby affirm and acknowledge that Grantor has agreed to grant the Bank, its successors and assigns, a security interest in certain railroad equipment bearing reporting marks and road numbers as listed on Exhibit A attached hereto.

IN WITNESS WHEREOF, each of the parties hereto, pursuant to due corporate or company authority, as the case may be, has caused this Memorandum of Fifth Amendment to Master Railroad Security Agreement to be duly executed in its corporate name by its officers, thereunto duly authorized, all as of the date first above written.

Grantor:

ALF P-I, INC., an Illinois
corporation

By: [Signature]

Name: Vincent A. Kolber

Title: President

STATE OF Illinois)

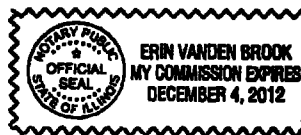
COUNTY OF Cook)

SS:

On this _____ of July, 2011, before me personally appeared Vincent Kolber, to me personally known, who being duly sworn, stated that he is President of ALF P-I, INC., that said instrument was signed on behalf of said banking corporation by authority of its board of directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

[Signature: Erin Vanden Brook]
Notary Public

My Commission Expires 12/4/2012



Grantor:

ALF P-II, INC., an Illinois
corporation

By: [Signature]

Name: Vincent A. Kolbar

Title: President

STATE OF Illinois)

COUNTY OF Cook)

SS:

On this _____ of July, 2011, before me personally appeared
Vincent Kolbar, to me personally known, who being
duly sworn, stated that he is President of ALF P-II, INC., that
said instrument was signed on behalf of said banking corporation by authority of its board
of directors, and he acknowledged that the execution of the foregoing instrument was the
free act and deed of said corporation.

[Signature]
Notary Public

My Commission Expires

12/4/12



Grantor:

ALF P-III, INC., an Illinois
corporation

By: [Signature]

Name: Vincent A. Kolber

Title: President

STATE OF Illinois)

COUNTY OF Cook)

SS:

On this _____ of July, 2011, before me personally appeared Vincent A. Kolber, to me personally known, who being duly sworn, stated that he is President of ALF P-III, INC., that said instrument was signed on behalf of said banking corporation by authority of its board of directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

[Signature]
Notary Public

My Commission Expires 12/4/12



Grantor:

**BANGOR & AROOSTOOK
HOLDINGS, INC., a Maine
corporation**


By: 

Name: Vincent A. Volter

Title: President

STATE OF Illinois)
COUNTY OF Cook) SS:

On this _____ of July, 2011, before me personally appeared Vincent Volter, to me personally known, who being duly sworn, stated that he is President of BANGOR & AROOSTOOK HOLDINGS, INC, that said instrument was signed on behalf of said banking corporation by authority of its board of directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.


Notary Public

My Commission Expires 12/4/12



Grantor:

RLH1 LLC, a Delaware limited
liability company

By: 

Name: Vincent A. Volker

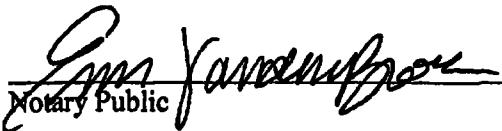
Title: Manager

STATE OF Illinois)

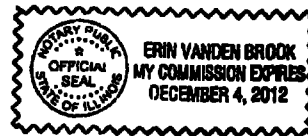
COUNTY OF Cook)

SS:

On this _____ of July, 2011, before me personally appeared Vincent A. Volker, to me personally known, who being duly sworn, stated that he is Manager of RLH1 LLC, that said instrument was signed on behalf of said Limited Liability Company by authority of its manager(s), and he acknowledged that the execution of the foregoing instrument was the free act and deed of said company.


Notary Public

My Commission Expires 12/4/12



**RESIDUAL BASED FINANCE
CORPORATION, an Illinois
corporation**

By: *[Signature]*

Name: Vincent A. Kolbar

Title: President

STATE OF Illinois)

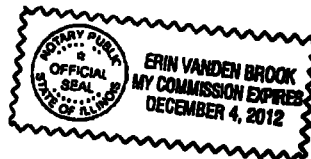
COUNTY OF Cook)

SS:

On this of July, 2011, before me personally appeared Vincent A. Kolbar, to me personally known, who being duly sworn, stated that he is President of RESIDUAL BASED FINANCE CORPORATION, that said instrument was signed on behalf of said banking corporation by authority of its board of directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

[Signature]
Notary Public

My Commission Expires 12/4/12



Agreed and accepted:

Bank:

MB FINANCIAL BANK, N.A., a
national banking association

By: Maureen M. Jones
Name: Maureen M. JONES
Title: First Vice President

STATE OF Illinois)
COUNTY OF Cook) SS:

On this 13 of July, 2011, before me personally appeared Maureen M. Jones, to me personally known, who being duly sworn, stated that he is First Vice President of MB FINANCIAL BANK, N.A., that said instrument was signed on behalf of said banking corporation by authority of its board of directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Patricia L. Almond
Notary Public

My Commission Expires

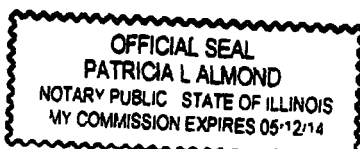


EXHIBIT A

Description of Cars: Aluminum 1995 built railcars

Quantity: One hundred forty-one (141)

Reporting marks and identifying numbers:

NSPX	NSPX	NSPX	NSPX
95001	95057	95116	95180
95004	95058	95117	95181
95005	95060	95118	95182
95006	95061	95120	95184
95007	95062	95121	95185
95009	95064	95122	95186
95010	95066	95125	95188
95011	95067	95127	95189
95012	95068	95129	95190
95013	95070	95131	95191
95014	95072	95134	95192
95015	95075	95136	95193
95016	95076	95138	95195
95019	95077	95139	95198
95020	95080	95142	95199
95022	95081	95146	95200
95026	95082	95147	95202
95027	95083	95149	95205
95028	95084	95150	95208
95029	95086	95151	95209
95032	95087	95152	95215
95033	95088	95155	95217
95035	95090	95156	95219
95038	95091	95157	95222
95039	95093	95158	95224
95041	95094	95159	95225
95042	95095	95160	95227
95044	95100	95161	95228
95046	95102	95165	95229
95047	95103	95167	95230
95048	95106	95168	
95049	95107	95170	
95050	95108	95173	
95051	95109	95174	
95052	95111	95177	
95053	95112	95178	
95055	95115	95179	

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CHICAGO-#3310668-v1-MEMORANDUM_OF_RR_SECURITY_AGREEMENT

CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: 7/14/11



Robert W Alvord